

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MASSACHUSETTS

_____)	
IRON MOUNTAIN INTELLECTUAL)	
PROPERTY MANAGEMENT, INC.)	
)	
Interpleader-Plaintiff,)	
)	
v.)	Civil Action
)	No. 05-10018-RGS
FIDELITY INFORMATION)	
SERVICES, INC., f/k/a)	
ALLTEL INFORMATION SERVICES,)	Request for ex parte
INC., and TOYOTA MOTOR CREDIT)	consideration
CORPORATION,)	
)	
Interpleader-Defendants.)	
_____)	

**DECLARATION OF DEAN SHOLD IN SUPPORT OF
TOYOTA FINANCIAL SERVICES' APPLICATION FOR TEMPORARY
RESTRAINING ORDER**

I, Dean Shold, declare as follows:

1. I am the Chief Technology Officer for Toyota Financial Services ("TFS") the moving party for this application. I have personal knowledge of the facts set forth herein, and if called as a witness, I could and would competently testify thereto.
2. I have been actively involved with the OSCAR project since August 2003.
3. In early 2004, Randy Gillis, Fidelity's CTO Office representative, informed me Fidelity had split the OSCAR project off from Fidelity's main code line (known as ALSCOM 3.10), essentially creating a separate code line for OSCAR beginning with ALSCOM 3.15. As I understood Mr. Gillis' explanation, this meant that Fidelity was developing two versions of its

code, one version exclusively for Toyota (Version 3.15 -> 3.17 and beyond) and one version for its other customers (based on ALSCOM 3.10).

4. In April 2004, I reviewed the results of a number of 'monitoring tools' in the course of researching an ALSCOM situation where TFS' SQL Server CPU utilization was critically approaching capacity. Drawing on the results of this review, my years of software design and implementation experience, and an understanding of the increased computational and input/output (I/O) requirements of the planned Discounting functionality, I concluded that the architecture of the ALSCOM application would not support TFS' Discounting requirements.

An example of this analysis included reviewing the results of a database analysis tool (Imceda's Coefficient) showing that a **single user in 2 minutes** caused 776,179 reads (I/O) within the database in 24,744 calls (Stored procedure / SQL Calls) consuming 22.621 CPU seconds – nearly $\frac{1}{4}$ of the CPU was consumed supporting one single user.

5. In approximately May 2004, I attended a meeting that included Randy Gillis, and John Fitzpatrick (John Vaughn's immediate supervisor) in TFS's offices in Torrance, California. At that meeting, John Fitzpatrick expressly stated that Fidelity believed the OSCAR application needed to be rearchitected in order to meet Toyota's requirements.

6. In September 2004, I saw a presentation where Fidelity indicated that it was going to move its main code line products to a new web-based architecture, that they referred to as the Touchpoint Loan Origination Architecture, also referred to as Falcon.

I declare under penalty of perjury that the foregoing is true and correct and that this Declaration is executed on this 16 day of January 2005 at Huntington Beach, California.

A handwritten signature in black ink, appearing to read 'D. Shold', written over a horizontal line.

DEAN SHOLD